

**AMENDMENT OF OIL, GAS AND MINERAL LEASE**

STATE OF TEXAS

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§

L0231098

Electronically Recorded
Chesapeake Operating, Inc.**KNOW ALL MEN BY THESE PRESENTS:**

COUNTY OF TARRANT

WHEREAS, **Exeltech, L.L.C.**, a Nevada limited liability company whose mailing address is 7317 Jack Newell Blvd, N., Fort Worth, Texas 76118 ("Lessor") executed that certain Oil, Gas, and Mineral Lease dated September 8th, 2003, a memorandum of which is recorded in D205341972 of the Official Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and,

WHEREAS, said Lease is now owned by Chesapeake Exploration, L.L.C., ("Chesapeake") an Oklahoma limited liability company; and,

WHEREAS, Lessor and Chesapeake ratified, revived, and amended such lease as evidenced by the instrument filed at D208346132, Deed Records, Tarrant County, Texas; and,

WHEREAS, Lessor and Chesapeake now desire to extend the primary term of the lease;

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Chesapeake, the receipt and sufficiency of which is hereby acknowledged, the parties hereby amend the Ratification, Revivor, & Amendment as follows ("Ratification"):

1. The Lease is hereby amended to provide for a primary term of Six (6) years and Three (3) months from September 8th, 2003.

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease or the Ratification. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease and the Ratification, as amended hereby, and does hereby stipulate that the Lease and the Ratification remain in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Chesapeake the lands covered by the Lease, pursuant to the terms and provisions of the Lease and the Ratification, as of the Effective Date set forth herein.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 20th day of July, 2009, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

LESSOR:**Exeltech, L.L.C.**By: Name: GARY J CHEMELEWSKITitle: PRES

LESSEE:

Electronically Recorded
Chesapeake Operating, Inc.

Chesapeake Exploration, L.L.C.
an Oklahoma limited liability company

By: [Signature]
Henry J. Hood, Senior Vice President-
Land and Legal & General Counsel

[Signature]
[Signature]

ACKNOWLEDGEMENT

THE STATE OF TEXAS §
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COUNTY OF TARRANT §

This instrument was acknowledged before me on this the 5th day of August, 2009, by Gary Chemelowski.



[Signature]
Notary Public, State of Texas

ACKNOWLEDGEMENT

STATE OF OKLAHOMA §
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COUNTY OF OKLAHOMA §

BEFORE ME, Erin Clayton, the undersigned notary public, on this day personally appeared Henry J. Hood as Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company, who is known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed that instrument for the purposes and consideration therein expressed, and in that capacity therein stated.

GIVEN under my hand and seal of office this 11 day of August, 2009.

[Signature]
Notary's Public in and for the State of

Oklahoma

My Commission Expires: _____
Commission Number: _____



Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154